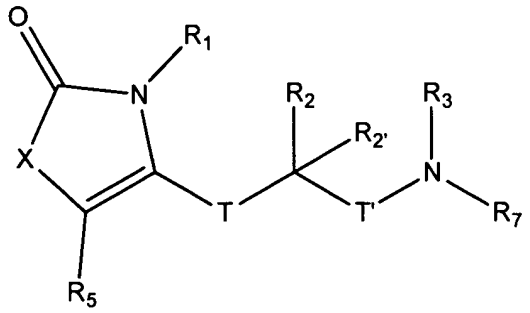
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings of claims in the application:

Listing of Claims:

1. (Original) A compound selected from the group represented by Formula I:



Formula I

wherein:

T and T' are independently a covalent bond or optionally substituted lower alkylene;

X is O or $-NR_4$;

R_1 is hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, or optionally substituted heteroaralkyl-;

R_2 and $R_{2'}$ are independently hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, oroptionally substituted heteroaralkyl; or R_2 and $R_{2'}$ taken together form an optionally

substituted 3- to 7-membered ring which optionally incorporates from one to two heteroatoms, selected from N, O, and S in the ring

R_3 is hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, optionally substituted heteroaralkyl-, -C(O)-R_6, or -$S(O)_2$-R_{6a};

R_4 is hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, or optionally substituted heteroaralkyl-; and R_5 is hydrogen, halogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted aralkyl-, optionally substituted heteroaryl-, or optionally substituted heteroaralkyl-; or R_4 and R_5 taken together with the carbon and nitrogen to which they are bound, respectively, form an optionally substituted 5- to 7-membered ring;

R_6 is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, optionally substituted heteroaralkyl, R_9O- or R_{11}-NH-;

R_{6a} is optionally substituted alkyl, optionally substituted aryl, optionally substituted alkylaryl, optionally substituted heteroaryl, optionally substituted alkylheteroaryl, or R_{11}-NH-;

R_7 is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl;

or R_7 taken together with R_3, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, chosen from N, O, and S in the heterocycle ring;

or R_7 taken together with R_2 form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, chosen from N, O, and S in the heterocycle ring;

R_9 is optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl and

R_{11} is hydrogen, optionally substituted alkyl, optionally substituted aryl, optionally substituted aralkyl, optionally substituted heteroaryl, or optionally substituted heteroaralkyl;

a pharmaceutically acceptable salt of a compound of Formula I;

a pharmaceutically acceptable solvate of a compound of Formula I; or

a pharmaceutically acceptable solvate of a pharmaceutically acceptable salt of a compound of Formula I.

2. (Original) A compound of claim 1 comprising one or more of the following:

one of T and T' is a covalent bond and the other is a covalent bond or optionally substituted lower alkylene;

R_1 is optionally substituted lower alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen or optionally substituted C_1-C_4 alkyl;

R_3 is $-C(O)R_6$;

R_4 is optionally substituted aryl- or optionally substituted aryl-C_1-C_4-alkyl-;

R_5 is hydrogen, halogen, hydroxyl-, lower-alkyl-, lower-alkoxy or cyano;

R_6 is optionally substituted C_1-C_8 alkyl, optionally substituted aryl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, optionally substituted heteroaryl, optionally substituted aryl, $R_{11}O$- or R_{12}-NH-;

R_{11} is optionally substituted C_1-C_8 alkyl or optionally substituted aryl;

R_{12} is hydrogen, optionally substituted C_1-C_8 alkyl or optionally substituted aryl; and

R_7 is hydrogen, optionally substituted C_1-C_{13} alkyl, optionally substituted aryl, optionally substituted aryl-C_1-C_4-alkyl-, optionally substituted heterocyclyl, or optionally substituted heteroaryl-C_1-C_4-alkyl-.

3. (Original) A compound of claim 2 comprising one or more of the following:

T and T' are each a covalent bond;

R_1 is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R_2 is methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, or hydroxymethyl;

$R_{2'}$ is hydrogen;

R_6 is optionally substituted C_1-C_8 alkyl, optionally substituted aryl-C_1-C_4-alkyl-, optionally substituted heteroaryl-C_1-C_4-alkyl-, optionally substituted heteroaryl, or optionally substituted aryl; and

R_7 is hydrogen, C_1-C_4 alkyl; cyclohexyl; phenyl substituted with hydroxyl, C_1-C_4 alkoxy or C_1-C_4 alkyl; benzyl; or R_{16}-alkylene-, wherein R_{16} is hydroxyl, carboxy, (C_1-C_4 alkoxy)carbonyl-, di(C_1-C_4 alkyl)amino-, (C_1-C_4 alkyl)amino-, amino, (C_1-C_4 alkoxy)carbonylamino-, C_1-C_4 alkoxy-, or optionally substituted N-heterocyclyl-.

4. (Original) A compound of claim 3 comprising one or more of the following:

R_1 is ethyl, propyl, methoxyethyl, naphthyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R_2 is ethyl or propyl;

R_6 is optionally substituted phenyl; and

R_7 is R_{16}-alkylene-, wherein R_{16} is amino, C_1-C_4 alkylamino-, di(C_1-C_4 alkyl)amino-, C_1-C_4 alkoxy-, hydroxyl, or N-heterocyclyl.

5. (Original) A compound of claim 4 comprising one or more of the following:

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

R_2 is i-propyl; and

R_7 is R_{16}-alkylene-, wherein R_{16} is amino.

6. (Original) A compound of claim 5 wherein R_1 is benzyl.

7. (Original) A compound of claim 1 comprising one or more of the following:

one of T and T' is a covalent bond and the other is a covalent bond or optionally substituted lower alkylene;

R_1 is optionally substituted lower alkyl, optionally substituted aryl, or optionally substituted aralkyl;

R_2 is optionally substituted C_1-C_4 alkyl;

$R_{2'}$ is hydrogen or optionally substituted C_1-C_4 alkyl;

R_3 taken together with R_7, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates from one to two additional heteroatoms, selected from N, O, and S in the heterocycle ring; and

R_5 is hydrogen, halogen, hydroxyl-, lower-alkyl-, lower-alkoxy or cyano.

8. (Original) A compound of claim 7 comprising one or more of the following:

T and T' are each a covalent bond;

R_1 is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl,

methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R_2 is methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, or hydroxymethyl;

$R_{2'}$ is hydrogen; and

R_3 taken together with R_7 and the nitrogen to which they are bound, forms an optionally substituted imidazolyl ring.

9. (Original) A compound of claim 7 comprising one or more of the following:

T and T' are each a covalent bond;

R_1 is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R_2 is methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, or hydroxymethyl;

$R_{2'}$ is hydrogen; and

R_3 taken together with R_7 and the nitrogen to which they are bound, forms an optionally substituted imidazolinyl ring.

10. (Original) A compound of claim 7 comprising one or more of the following:

T and T' are each a covalent bond;

R_1 is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R_2 is methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, or hydroxymethyl;

$R_{2'}$ is hydrogen; and

R_3 taken together with R_7 and the nitrogen to which they are bound, forms an optionally substituted diazepinone ring.

11. (Original) A compound of claim 7 comprising one or more of the following:

T and T' are each a covalent bond;

R_1 is ethyl, propyl, methoxyethyl, naphthyl, phenyl, bromophenyl, chlorophenyl, methoxyphenyl, ethoxyphenyl, tolyl, dimethylphenyl, chorofluorophenyl, methylchlorophenyl, ethylphenyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl;

R_2 is methyl, ethyl, propyl, butyl, methylthioethyl, methylthiomethyl, aminobutyl, (CBZ)aminobutyl, cyclohexylmethyl, benzyloxymethyl, methylsulfinylethyl, methylsulfinylmethyl, or hydroxymethyl;

$R_{2'}$ is hydrogen; and

R_3 taken together with R_7 and the nitrogen to which they are bound, forms an optionally substituted piperazine- or diazepam ring.

12. (Currently amended) A compound of ~~any of claims 7 to 11~~ claim 7 comprising one or more of the following:

R_1 is ethyl, propyl, methoxyethyl, naphthyl, phenethyl, benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, hydroxybenzyl, dichlorobenzyl, dimethoxybenzyl, naphthylmethyl, or (ethoxycarbonyl)ethyl; and

R_2 is ethyl or propyl

13. (Original) A compound of claim 12 comprising one or more of the following:

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl; and

R_2 is i-propyl.

14. (Original) A compound of claim 13 wherein R_1 is benzyl.

15. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

X is $-NR_4-$;

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

R_2' is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_3 is $-C(O)R_6$;

R_4 is hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted heteroaryl-, optionally substituted aralkyl-, or optionally substituted heteroaralkyl-;

R_5 is hydrogen, halogen, hydroxyl-, lower-alkyl-, lower-alkoxy, or cyano;

R_6 is optionally substituted phenyl;

R_7 is R_{16}-alkylene-; and

R_{16} is amino, C_1-C_4 alkylamino-, di(C_1-C_4 alkyl)amino-, C_1-C_4 alkoxy-, hydroxyl, or N-heterocyclyl.

16. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

X is $-NR_4-$;

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_3 is $-C(O)R_6$;

R_4 and R_5 taken together with the carbon and nitrogen to which they are bound, respectively, form an optionally substituted 5- to 7-heterocyclic membered ring;

R_6 is optionally substituted phenyl;

R_7 is R_{16}-alkylene-; and

R_{16} is amino, C_1-C_4 alkylamino-, di(C_1-C_4 alkyl)amino-, C_1-C_4 alkoxy-, hydroxyl, or N-heterocyclyl.

17. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

X is O;

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_3 is $-C(O)R_6$;

R_5 is hydrogen, halogen, hydroxyl-, lower-alkyl-, lower-alkoxy, or cyano;

R_6 is optionally substituted phenyl;

R_7 is R_{16}-alkylene-; and

R_{16} is amino, C_1-C_4 alkylamino-, di(C_1-C_4 alkyl)amino-, C_1-C_4 alkoxy-; hydroxyl, or N-heterocyclyl.

18. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

X is $-NR_4-$;

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_3 taken together with R_7, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates one or two additional heteroatoms, chosen from N, O, and S in the heterocycle ring;

R_4 is hydrogen, optionally substituted alkyl-, optionally substituted aryl-, optionally substituted heteroaryl-, optionally substituted aralkyl-, or optionally substituted heteroaralkyl-; and

R_5 is hydrogen, halogen, hydroxyl-, lower-alkyl-, lower-alkoxy, or cyano.

19. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

X is $-NR_4-$;

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_3 taken together with R_7, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates one or two additional heteroatoms, chosen from N, O, and S in the heterocycle ring; and

R_4 and R_5 taken together with the carbon and nitrogen to which they are bound, respectively, form an optionally substituted 5- to 7-heterocyclic membered ring.

20. (Original) A compound of claim 1 wherein

T and T' are each a covalent bond;

X is O;

R_1 is benzyl, chlorobenzyl, methylbenzyl, methoxybenzyl, cyanobenzyl, or hydroxybenzyl;

$R_{2'}$ is hydrogen;

R_2 is optionally substituted C_1-C_4 alkyl;

R_3 taken together with R_7, and the nitrogen to which they are bound, form an optionally substituted 5- to 12-membered nitrogen-containing heterocycle, which optionally incorporates one or two additional heteroatoms, chosen from N, O, and S in the heterocycle ring; and

R_5 is hydrogen, halogen, hydroxyl-, lower-alkyl-, lower-alkoxy, or cyano.

21. (Original) A compound of claim 1 that is

N-(3-Amino-propyl)-N-[1-(3-benzyl-2-oxo-2,3-dihydro-oxazol-4-yl)-2-methyl-propyl]-4-methyl-benzamide;

N-(3-Amino-propyl)-N-[1-(3-benzyl-5-bromo-2-oxo-2,3-dihydro-oxazol-4-yl)-2-methyl-propyl]-4-methyl-benzamide;

N-(3-Amino-propyl)-N-[1-(3-benzyl-2-oxo-1-phenyl-2,3-dihydro-1H-imidazol-4-yl)-2-methyl-propyl]-4-methyl-benzamide;

N-(3-Amino-propyl)-N-[1-(3-benzyl-2-oxo-5-phenyl-2,3-dihydro-oxazol-4-yl)-2-methyl-propyl]-4-methyl-benzamide; or

N-(3-Amino-propyl)-N-[1-(3-benzyl-5-methyl-2-oxo-2,3-dihydro-oxazol-4-yl)-2-methyl-propyl]-4-methyl-benzamide;

or a pharmaceutically acceptable salt thereof, a pharmaceutically acceptable solvate thereof, or a pharmaceutically acceptable solvate of a pharmaceutically acceptable salt thereof.

22. (Currently amended) A compound of ~~any of the above claims~~ claim 1 wherein the stereogenic center to which R_2 and $R_{2'}$ is attached is of the R configuration.

23. (Currently amended) A composition comprising a pharmaceutical excipient and a compound, salt, or solvate thereof of ~~any one of claims 1-21~~ claim 1.

24. (Original) A composition according to claim 23, wherein said composition further comprises a chemotherapeutic agent other than a compound of Formula I or a pharmaceutical salt or solvate thereof.

25. (Original) A composition according to claim 24 wherein said chemotherapeutic agent is a taxane, a vinca alkaloid, or a topoisomerase I inhibitor.

26. (Currently amended) A method of modulating KSP kinesin activity which comprises contacting said kinesin with an effective amount of a compound according to ~~any one of claims 1 to 21~~ claim 1.

27. (Currently amended) A method of inhibiting KSP which comprises contacting said kinesin with an effective amount of a compound according to ~~any one of claims 1 to 21~~ claim 1.

28. (Currently amended) A method for the treatment of a cellular proliferative disease comprising administering to a patient in need thereof a compound according to ~~any one of claims 1-21~~ claim 1.

29. (Currently amended) A method for the treatment of a cellular proliferative disease comprising administering to a patient in need thereof a composition according to ~~any one of claims 23-25~~ claim 23.

30. (Currently amended) A method according to claim 28 ~~or claim 29~~ wherein said disease is selected from cancer, hyperplasias, restenosis, cardiac hypertrophy, immune disorders, and inflammation.

31. (Cancelled)

32. (Cancelled)